

FILED
U.S. DISTRICT COURT
2007 NOV -2 PM 1:42
S.D. OF N.Y.

Defendants.

**MOTION FOR
ADMISSION
*PRO HAC VICE***

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Robert D. Piliero, a member in good standing of the Bar of this Court, hereby respectfully move for an Order allowing the admission *pro hac vice* of

Michael T. Benz, Esq.
CHAPMAN AND CUTLER LLP
111 West Monroe Street
Chicago, Illinois 60603
(312) 845-2969
(312) 516-3969 (Fax)
benz@chapman.com

Michael T. Benz is a member in good standing of the Bar of the State of Illinois as evidenced by the Certificate of Good Standing that is annexed as Exhibit B to the accompanying Affidavit of Robert D. Piliero sworn on October 24, 2007. I am not aware of any pending disciplinary proceedings(s) against Michael T. Benz in any State or Federal court.

Dated: New York, New York
October 24, 2007

Respectfully submitted,

CHAPMAN AND CUTLER LLP

Fredrick V. Lochbihler (*pro hac vice motion pending*)

David S. Barritt (*pro hac vice motion pending*)

Michael T. Benz (*pro hac vice motion pending*)

111 West Monroe Street

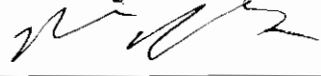
Chicago, Illinois 60603

Tel: (312) 845-3000

Fax: (312) 701-2361

-and-

PILIERO GOLDSTEIN, LLP

By: 

Robert D. Piliero (RP 6898)

Richard B. Brosnick (RB 0005)

10 East 53rd Street

New York, New York 10022

Tel: (212) 478-8500

Fax: (212) 478-8584

Attorneys for Defendant Harris N.A.

Robert D. Piliero (RP 6898)
 Richard B. Brosnick (RB 0005)
PILIERO GOLDSTEIN, LLP
 10 East 53rd Street
 New York, New York 10022
 Tel: (212) 478-8500
 Fax: (212) 478-8584

-and-

Fredrick V. Lochbihler (*pro hac vice motion pending*)
 David S. Barritt (*pro hac vice motion pending*)
 Michael T. Benz (*pro hac vice motion pending*)
CHAPMAN AND CUTLER LLP
 111 West Monroe Street
 Chicago, Illinois 60603
 Tel: (312) 845-3000
 Fax: (312) 701-2361

Attorneys for Defendant Harris, N.A.

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

-----X	
In re)
MUSICLAND HOLDING CORP., et al.,)
)
Debtors.)
-----)
)
BUENA VISTA HOME)
ENTERTAINMENT, INC., ET AL. ,)
)
Plaintiffs,)
)
- against -)
)
WACHOVIA BANK, N.A., ET AL.,)
)
)
Defendants.)
-----X	

Case No. 07-08423 (RWS)

Chapter 11

Jointly Administered

**MOTION FOR
 ADMISSION
PRO HAC VICE**

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Robert D. Piliero, a member in good standing of the Bar of this Court, hereby respectfully move for an Order allowing the admission *pro hac vice* of

David S. Barritt, Esq.
CHAPMAN AND CUTLER LLP
111 West Monroe Street
Chicago, Illinois 60603
(312) 845-3711
(312) 516-1911 (Fax)
barritt@chapman.com

David S. Barritt is a member in good standing of the Bar of the State of Illinois as evidenced by the Certificate of Good Standing that is annexed as Exhibit A to the accompanying Affidavit of Robert D. Piliero sworn on October 24, 2007. I am not aware of any pending disciplinary proceedings(s) against David S. Barritt in any State or Federal court.

Dated: New York, New York
October 24, 2007


Respectfully submitted,

CHAPMAN AND CUTLER LLP

Fredrick V. Lochbihler (*pro hac vice motion pending*)
David S. Barritt (*pro hac vice motion pending*)
Michael T. Benz (*pro hac vice motion pending*)
111 West Monroe Street
Chicago, Illinois 60603
Tel: (312) 845-3000
Fax: (312) 701-2361

-and-

PILIERO GOLDSTEIN, LLP

By: 
Robert D. Piliero (RP 6898)
Richard B. Brosnick (RB 0005)
10 East 53rd Street
New York, New York 10022
Tel: (212) 478-8500
Fax: (212) 478-8584

Attorneys for Defendant Harris N.A.

Robert D. Piliero (RP 6898)
 Richard B. Brosnick (RB 0005)
PILIERO GOLDSTEIN, LLP
 10 East 53rd Street
 New York, New York 10022
 Tel: (212) 478-8500
 Fax: (212) 478-8584

-and-

Fredrick V. Lochbihler (*pro hac vice motion pending*)
 David S. Barritt (*pro hac vice motion pending*)
 Michael T. Benz (*pro hac vice motion pending*)
CHAPMAN AND CUTLER LLP
 111 West Monroe Street
 Chicago, Illinois 60603
 Tel: (312) 845-3000
 Fax: (312) 701-2361

Attorneys for Defendant Harris, N.A.

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

-----	X	
In re)	
MUSICLAND HOLDING CORP., et al.,)	
)	
Debtors.)	
-----	)	Case No. 07-08423 (RWS)
)	
BUENA VISTA HOME	)	Chapter 11
ENTERTAINMENT, INC., ET AL. ,)	
	)	Jointly Administered
Plaintiffs,)	
)	
- against -	)	MOTION FOR
	)	ADMISSION
WACHOVIA BANK, N.A., ET AL.,	)	<u>PRO HAC VICE</u>
)	
Defendants.)	
-----	X	

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Robert D. Piliero, a member in good standing of the Bar of this Court, hereby respectfully move for an Order allowing the admission *pro hac vice* of

Frederick V. Lochbihler, Esq.
CHAPMAN AND CUTLER LLP
111 West Monroe Street
Chicago, Illinois 60603
(312) 845-3705
(312) 516-1905 (Fax)
lochbihl@chapman.com

Frederick V. Lochbihler is a member in good standing of the Bar of the State of Illinois as evidenced by the Certificate of Good Standing that is annexed as Exhibit C to the accompanying Affidavit of Robert D. Piliero sworn on October 24, 2007. I am not aware of any pending disciplinary proceedings(s) against Frederick V. Lochbihler in any State or Federal court.

Dated: New York, New York
October 24, 2007

Respectfully submitted,

CHAPMAN AND CUTLER LLP

Fredrick V. Lochbihler (*pro hac vice motion pending*)
David S. Barritt (*pro hac vice motion pending*)
Michael T. Benz (*pro hac vice motion pending*)
111 West Monroe Street
Chicago, Illinois 60603
Tel: (312) 845-3000
Fax: (312) 701-2361

-and-

PILIERO GOLDSTEIN, LLP

By: 

Robert D. Piliero (RP 6898)
Richard B. Brosnick (RB 0005)
10 East 53rd Street
New York, New York 10022
Tel: (212) 478-8500
Fax: (212) 478-8584

Attorneys for Defendant Harris N.A.

Robert D. Piliero (RP 6898)
Richard B. Brosnick (RB 0005)
PILIERO GOLDSTEIN, LLP
10 East 53rd Street
New York, New York 10022
Tel: (212) 478-8500
Fax: (212) 478-8584

-and-

Fredrick V. Lochbihler (*pro hac vice motion pending*)
David S. Barritt (*pro hac vice motion pending*)
Michael T. Benz (*pro hac vice motion pending*)
CHAPMAN AND CUTLER LLP
111 West Monroe Street
Chicago, Illinois 60603
Tel: (312) 845-3000
Fax: (312) 701-2361

Attorneys for Defendant Harris, N.A.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re)
MUSICLAND HOLDING CORP., et al.,)
)
Debtors.)
-----)
BUENA VISTA HOME)
ENTERTAINMENT, INC., ET AL. ,)
)
Plaintiffs,)
)
- against -)
)
WACHOVIA BANK, N.A., ET AL.,)
)
Defendants.)
----- X

Case No. 07-08423 (RWS)

Chapter 11

Jointly Administered

**AFFIDAVIT IN SUPPORT OF
APPLICATION TO ADMIT
DAVID S. BARRITT, MICHAEL T.
BENZ AND FREDERICK V.
LOCHBIHLER PRO HAC VICE**

STATE OF NEW YORK)
) s.s.:
COUNTY OF NEW YORK)

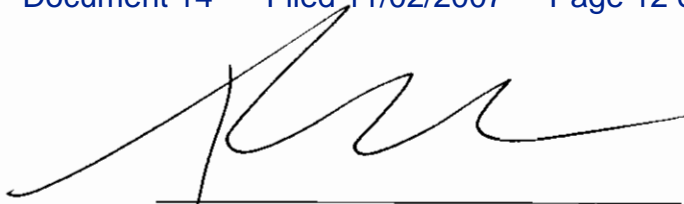
ROBERT D. PILIERO, having been duly sworn, deposes and says:

1. I am a Member of the firm Piliero Goldstein, LLP, one of the attorneys for defendant Harris N.A. in the above captioned action. I respectfully submit this Affidavit in support of defendant Harris N.A.'s motion to admit David S. Barritt, Michael T. Benz and Frederick V. Lochbihler as attorneys *pro hac vice* to represent it in this matter. The facts asserted in this affidavit are true based on my own personal knowledge.

2. I was admitted to the Bars of both the State of New York and the United States District Court for the Southern District of New York in June 1975, and am now and have always been a member in good standing of both Bars.

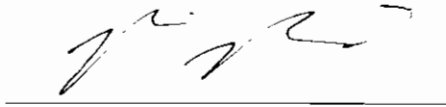
3. I respectfully submit this Affidavit in support of plaintiffs' motion for an Order granting the application of David S. Barritt, Michael T. Benz and Frederick V. Lochbihler for admission *pro hac vice* to serve as counsel for defendant Harris N.A. in the above-captioned action. Messrs. Barritt, Benz and Lochbihler have previously been admitted *pro hac vice* in the underlying action before the Bankruptcy Court (Adv. Proc. No. 07-01705 (SMB)).

4. Upon information and belief, based on the Certificates of Good Standing annexed hereto as Exhibit A, Exhibit B and Exhibit C, David S. Barritt, Michael T. Benz and Frederick V. Lochbihler, respectively, are members in good standing of the Bar of the State of Illinois; and are members of the Chicago law firm Chapman and Cutler LLP.



Robert D. Piliero

Sworn to and subscribed before me
this 24 day of October, 2007.



RICHARD BROSNICK
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02BR6002253
QUALIFIED IN NEW YORK COUNTY
COMMISSION EXPIRES MAY 9, 2010

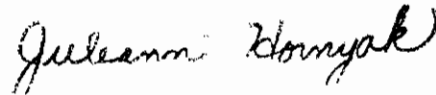
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

David Sherman Barritt

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 5, 1981 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto
placed my hand and affixed the seal
of said Supreme Court, at Springfield,
in said State, this Thursday, October 18, 2007.

A handwritten signature in black ink, reading "Juleann Hornyak". The signature is written in a cursive, flowing style.

Clerk

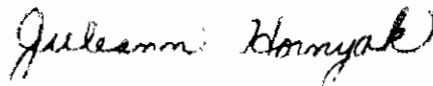
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

Michael Terrence Benz

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 6, 1986 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto
placed my hand and affixed the seal
of said Supreme Court, at Springfield,
in said State, this Thursday, October 18, 2007.



Clerk

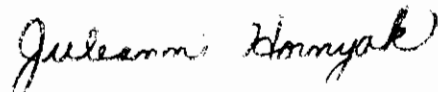
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

Frederick Vincent Phillip Lochbihler

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on October 23, 1976 and is in good standing, so far as the records of this office disclose.

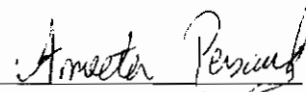
In Witness Whereof, I have hereunto
placed my hand and affixed the seal
of said Supreme Court, at Springfield,
in said State, this Thursday, October 18, 2007.

A handwritten signature in cursive script, reading "Juleann Hornyak".

Clerk

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the attached Affidavit in Support of the Application to Admit David S. Barritt, Michael T. Benz and Frederick V. Lochbihler, Motions to Admit Frederick V. Lochbihler, Esq., David S. Barritt, Esq., and Michael T. Benz, Esq., along with the [Proposed] Orders for each such motion were served on behalf of Defendant Harris N.A., upon the parties listed below via Federal Express, overnight delivery on October 24, 2007:


Ameeta Persaud

Robert J. Feinstein, Esq.
Alan J. Kornfeld, Esq.
Pachulski Stang Ziehl Young
Jones & Weintraub LLP
780 Third Avenue, 36th Floor
New York, New York 10017
Attorneys for Plaintiffs

Jonathan N. Helfat, Esq.
Otterbourg, Steindler, Houston
& Rosen, P.C.
230 Park Avenue
New York, New York 10169
Attorneys for Defendant Wachovia Bank, N.A

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X		
In re)	
MUSICLAND HOLDING CORP., et al.,)	
)	
Debtors.)	
-----	)	Case No. 07-08423 (RWS)
)	
BUENA VISTA HOME	)	Chapter 11
ENTERTAINMENT, INC., ET AL. ,)	
	)	Jointly Administered
Plaintiffs,)	
)	
)	
- against -	)	[PROPOSED] ORDER
	)	FOR ADMISSION
WACHOVIA BANK, N.A., ET AL.,	)	<u>PRO HAC VICE</u>
)	
)	
Defendants.)	
-----X		

The motion for admission to practice *pro hac vice* in the above captioned matter is granted in the United States District Court for the Southern District of New York. The admitted attorney, David S. Barritt, is permitted to argue or try this particular case in whole or in part as counsel or advocate to Defendant Harris N.A.

An attorney admitted to practice *pro hac vice* is required to pay a \$25.00 attorney admission fee and present this Order to the intake deputy clerk in the Clerk's Office. This Order confirms your appearance as counsel in this case, and it will be entered on the Court's docket. A notation of your admission *pro hac vice* for the above listed case will be made on the roll of attorneys.

The attorney admitted *pro hac vice* must serve a copy of this Order on all other counsel in this case.

Dated:

Hon. Robert W. Sweet, U.S.D.J.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X	
In re)	
MUSICLAND HOLDING CORP., et al.,)	
)	
Debtors.)	
-----)	Case No. 07-08423 (RWS)
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BUENA VISTA HOME)	Chapter 11
ENTERTAINMENT, INC., ET AL. ,)	
)	Jointly Administered
Plaintiffs,)	
)	
- against -	)	[PROPOSED] ORDER
	)	FOR ADMISSION
WACHOVIA BANK, N. A., ET AL.,	)	<u>PRO HAC VICE</u>
)	
Defendants.)	
-----	X	

The motion for admission to practice *pro hac vice* in the above captioned matter is granted in the United States District Court for the Southern District of New York. The admitted attorney, Michael T. Benz, is permitted to argue or try this particular case in whole or in part as counsel or advocate to Defendant Harris N.A.

An attorney admitted to practice *pro hac vice* is required to pay a \$25.00 attorney admission fee and present this Order to the intake deputy clerk in the Clerk's Office. This Order confirms your appearance as counsel in this case, and it will be entered on the Court's docket. A notation of your admission *pro hac vice* for the above listed case will be made on the roll of attorneys.

The attorney admitted *pro hac vice* must serve a copy of this Order on all other counsel in this case.

Dated:

Hon. Robert W. Sweet, U.S.D.J.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In re)	
MUSICLAND HOLDING CORP., et al.,)	
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Debtors.)	
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BUENA VISTA HOME)	Chapter 11
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WACHOVIA BANK, N. A., ET AL.,)	<u>PRO HAC VICE</u>
)	
Defendants.)	
-----	X	

The motion for admission to practice *pro hac vice* in the above captioned matter is granted in the United States District Court for the Southern District of New York. The admitted attorney, Frederick V. Lochbihler, is permitted to argue or try this particular case in whole or in part as counsel or advocate to Defendant Harris N.A.

An attorney admitted to practice *pro hac vice* is required to pay a \$25.00 attorney admission fee and present this Order to the intake deputy clerk in the Clerk's Office. This Order confirms your appearance as counsel in this case, and it will be entered on the Court's docket. A notation of your admission *pro hac vice* for the above listed case will be made on the roll of attorneys.

The attorney admitted *pro hac vice* must serve a copy of this Order on all other counsel in this case.

Dated:

Hon. Robert W. Sweet, U.S.D.J.